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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P94000077065

1. Corporation Name
LEONE INVESTMENTS, INC.



Principal Place of Business
 11000 PROSPERITY FARMS ROAD
 STE 104
 PALM BEACH GARDENS FL 33410
 US

Mailing Address
 11000 PROSPERITY FARMS ROAD
 STE 104
 PALM BEACH GARDENS FL 33410
 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 **13438 William Meyer Court**
 Suite, Apt. #, etc.

2a. Mailing Address
 26 **13438 William Meyer Court**
 Suite, Apt. #, etc.

22

23 **Palm Beach Gardens FL**
 City & State
 Zip Country
 24 **33410** 25 **US**

28 **Palm Beach Gardens FL**
 City & State
 Zip Country
 29 **33410** 30 **US**

3. Date Incorporated or Qualified
10/18/1994

4. FEI Number
65-0565936 Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
LEONE, DOROTHY R
 11000 PROSPERITY FARMS RD
 STE 104
 PALM BEACH GARDENS FL 33410

10. Name and Address of New Registered Agent
 81 Name **Leone, Dorothy R.**
 82 Street Address (P.O. Box Number is Not Acceptable)
13438 William Meyer Court
 83
 84 City **Palm Beach Gardens FL** 85 Zip Code **33410**

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE *Dorothy R Leone* **Dorothy R Leone** DATE **3-24-99**
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE DELETE
 NAME **PO LEONE, DOROTHY R**
 STREET ADDRESS ~~13428 WILLIAM-MAYER COURT~~
 CITY-ST-ZIP **PALM BEACH GARDENS FL 33410**

TITLE DELETE
 NAME **STD LEONE, PHILIP E**
 STREET ADDRESS ~~11000 PROSPERITY FARMS ROAD STE 104~~
 CITY-ST-ZIP **PALM BEACH GARDENS FL**

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS **13438 William Meyer Court**
 1.4 CITY-ST-ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS **13438 William Meyer Court**
 2.4 CITY-ST-ZIP **33410**

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 6.4 CITY-ST-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *Dorothy R Leone* **Dorothy R Leone** DATE **3-24-99**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)